

# Exhibit E – Part 2

## **EX-24** (CFC)

**4 Filed on 02/22/2007 – Period: 02/22/2007**  
File Number 001-12331-01



POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sandor E, Samuels, Susan Bow, Gerard Healy, Chuck Quon, Becky Bailey and Becky MacKinnon signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Countrywide Financial Corporation ( the "Corporation") Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority: and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or his substitute or substitutes shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the forgoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force until the undersigned is no longer required to file SEC Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day February 24, 2005.

Print Name: David Sambol

**4** (CFC)

**PRIMARY DOCUMENT**  
Filed on 02/14/2007 – Period: 02/13/2007  
File Number 001-12331-01



**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549****STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**OMB APPROVAL**

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person - <b>SAMBOL DAVID</b>			2. Issuer Name and Ticker or Trading Symbol <b>COUNTRYWIDE FINANCIAL CORP [CFC]</b>		5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  ____ Director ____ Officer (give title below)      ____ 10% Owner ____ Other (specify below) <b>President &amp; COO of CFC</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/13/2007</b>			
4500 PARK GRANADA					6. Individual or Joint/Group Filing (Check Applicable Line)  _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person	
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)			
CALABASAS, CA 91302						
(City)	(State)	(Zip)				

**Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								10,043	I	401k
Common Stock	02/13/2007		M		2,690	A	\$14.69	66,038	D	
Common Stock	02/13/2007		M		11,310	A	\$18.98	77,348	D	
Common Stock	02/13/2007		S <sup>(1)</sup>		14,000	D	\$41.3439	63,348	D	

**Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$14.69	02/13/2007		M			2,690	04/01/2004	04/01/2013	Common Stock	2,690	\$ 0	128,334	D	
Employee Stock Option (Right to Buy)	\$18.98	02/13/2007		M			11,310	06/11/2004	06/11/2013	Common Stock	11,310	\$ 0	208,690	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAMBOL DAVID 4500 PARK GRANADA			President & COO of CFC	

CALABASAS, CA 91302				
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**Explanation of Responses:**

(1) The reported sale was effected pursuant to a trading plan established under Rule 10b5-1 and adopted by the reporting person on March 21, 2006.

**Signatures**

Becky MacKinnon Attorney-in-fact

02/14/2007

Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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**4 Filed on 02/14/2007 - Period: 02/13/2007**  
File Number 001-12331-01



POWER OF ATTORNEY

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(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Countrywide Financial Corporation ( the "Corporation") Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority: and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or his substitute or substitutes shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the forgoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force until the undersigned is no longer required to file SEC Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day February 24, 2005.

Print Name: David Sambol



**4** (CFC)

**PRIMARY DOCUMENT**  
**Filed on 02/08/2007 - Period: 02/08/2007**  
**File Number 001-12331-01**



**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549****STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

**OMB APPROVAL**

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person - <b>SAMBOL DAVID</b>			2. Issuer Name and Ticker or Trading Symbol <b>COUNTRYWIDE FINANCIAL CORP [CFC]</b>		5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  ____ Director ____ Officer (give title below) 10% Owner ____ Other (specify below)  <b>President &amp; COO of CFC</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/08/2007</b>			
4500 PARK GRANADA						
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)  _X_ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person	
CALABASAS, CA 91302						
(City)	(State)	(Zip)				

**Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								10,043 <sup>(1)</sup>	I	401k
Common Stock	02/08/2007		M		14,000	A	\$14.69	77,348	D	
Common Stock	02/08/2007		S <sup>(2)</sup>		14,000	D	\$43.6217	63,348	D	

**Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$14.69	02/08/2007		M			14,000	04/01/2004	04/01/2013	Common Stock	14,000	\$ 0	131,024	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAMBOL DAVID 4500 PARK GRANADA CALABASAS, CA 91302			President & COO of CFC	

**Explanation of Responses:**

- The reporting person acquired 358 shares in the Countrywide Stock Fund (the Fund) of the Countrywide 401(k) Savings and Investment Plan. 401(k) share information is provided by the third party plan administrator, and is subject the change due to the unitized nature of the Fund. The information presented is as of December 31, 2006.
- (2) The reported sale was effected pursuant to a trading plan established under Rule 10b5-1 and adopted by the reporting person on March 21, 2006.

**Signatures**

Becky MacKinnon Attorney-in-fact

02/08/2007

\_\_Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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## **EX-24** (CFC)

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File Number 001-12331-01



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(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority: and

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day February 24, 2005.

Print Name: David Sambol

**4** (CFC)

**PRIMARY DOCUMENT**

**Filed on 02/01/2007 – Period: 01/31/2007**

**File Number 001-12331-01**





**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549****STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

• Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

**OMB APPROVAL**

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person - <b>SAMBOL DAVID</b>			2. Issuer Name and Ticker or Trading Symbol <b>COUNTRYWIDE FINANCIAL CORP [CFC]</b>		5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  ____ Director ____ Officer (give title below)      ____ 10% Owner ____ Other (specify below)  <b>President &amp; COO of CFC</b>
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/31/2007</b>		
4500 PARK GRANADA			4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)  _X_ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
(Street)  <b>CALABASAS, CA 91302</b>					
(City)	(State)	(Zip)			

**Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								10,043 <sup>(1)</sup>	I	401k
Common Stock	01/31/2007		M		14,000	A	\$14.69	77,348	D	
Common Stock	01/31/2007		S <sup>(2)</sup>		14,000	D	\$43.1951	63,348	D	

**Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$14.69	01/31/2007		M			14,000	04/01/2004	04/01/2013	Common Stock	14,000	\$ 0	145,024	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAMBOL DAVID 4500 PARK GRANADA CALABASAS, CA 91302			President & COO of CFC	

**Explanation of Responses:**

- The reporting person acquired 358 shares in the Countrywide Stock Fund (the Fund) of the Countrywide 401(k) Savings and Investment Plan. 401(k) share information is provided by the third party plan administrator, and is subject the change due to the unitized nature of the Fund. The information presented is as of December 31, 2006.
- (1) The reporting person acquired 358 shares in the Countrywide Stock Fund (the Fund) of the Countrywide 401(k) Savings and Investment Plan. 401(k) share information is provided by the third party plan administrator, and is subject the change due to the unitized nature of the Fund. The information presented is as of December 31, 2006.
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**Signatures**

Becky MacKinnon Attorney-in-fact

02/01/2007

\_\_Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day February 24, 2005.

Print Name: David Sambol

**4** (CFC)

**PRIMARY DOCUMENT**

**Filed on 01/25/2007 – Period: 01/25/2007**

**File Number 001-12331-01**



**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549****STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**OMB APPROVAL**

OMB Number: 3235-0287  
Expires: January 31, 2005

Estimated average burden hours per response... 0.5

(Print or Type Responses)

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(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/25/2007</b>		
4500 PARK GRANADA					6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)		
CALABASAS, CA 91302					
(City)	(State)	(Zip)			

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Common Stock	01/25/2007		S <sup>(2)</sup>		14,000	D	\$40.7035	63,348	D	

**Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$14.69	01/25/2007		M		14,000	04/01/2004	04/01/2013	Common Stock	14,000	\$ 0	159,024	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAMBOL DAVID 4500 PARK GRANADA CALABASAS, CA 91302			President & COO of CFC	

**Explanation of Responses:**

- The reporting person acquired 358 shares in the Countrywide Stock Fund (the Fund) of the Countrywide 401(k) Savings and Investment Plan. 401(k) share information is provided by the third party plan administrator, and is subject the change due to the unitized nature of the Fund. The information presented is as of December 31, 2006.
- (2) The reported sale was effected pursuant to a trading plan established under Rule 10b5-1 and adopted by the reporting person on March 21, 2006.

**Signatures**

Becky MacKinnon Attorney-in-fact

01/25/2007

Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

## **EX-24** (CFC)

**4 Filed on 01/25/2007 – Period: 01/25/2007**  
**File Number 001-12331-01**



POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sandor E, Samuels, Susan Bow, Gerard Healy, Chuck Quon, Becky Bailey and Becky MacKinnon signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Countrywide Financial Corporation ( the "Corporation") Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority: and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or his substitute or substitutes shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the forgoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force until the undersigned is no longer required to file SEC Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day February 24, 2005.

Print Name: David Sambol



**4** (CFC)

**PRIMARY DOCUMENT**

**Filed on 01/17/2007 – Period: 01/16/2007**  
**File Number 001-12331-01**





**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549****STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**OMB APPROVAL**

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person - <b>SAMBOL DAVID</b>			2. Issuer Name and Ticker or Trading Symbol <b>COUNTRYWIDE FINANCIAL CORP [CFC]</b>		5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  ____ Director ____ Officer (give title below)      ____ 10% Owner ____ Other (specify below)  <b>President &amp; COO of CFC</b>
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/16/2007</b>		
4500 PARK GRANADA					6. Individual or Joint/Group Filing (Check Applicable Line)  _X_ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)		
CALABASAS, CA 91302					
(City)	(State)	(Zip)			

**Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								10,043 <sup>(1)</sup>	I	401k
Common Stock	01/16/2007		M		14,000	A	\$14.6938	77,348	D	
Common Stock	01/16/2007		S <sup>(2)</sup>		14,000	D	\$41.4722	63,348	D	

**Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$14.69	01/16/2007		M			14,000	04/01/2004	04/01/2013	Common Stock	14,000	\$ 0	173,024	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAMBOL DAVID 4500 PARK GRANADA CALABASAS, CA 91302			President & COO of CFC	

**Explanation of Responses:**

- The reporting person acquired 358 shares in the Countrywide Stock Fund (the Fund) of the Countrywide 401(k) Savings and Investment Plan. 401(k) share information is provided by the third party plan administrator, and is subject the change due to the unitized nature of the Fund. The information presented is as of December 31, 2006.
- (1) The reporting person acquired 358 shares in the Countrywide Stock Fund (the Fund) of the Countrywide 401(k) Savings and Investment Plan. 401(k) share information is provided by the third party plan administrator, and is subject the change due to the unitized nature of the Fund. The information presented is as of December 31, 2006.
- (2) The reported sale was effected pursuant to a trading plan established under Rule 10b5-1 and adopted by the reporting person on March 21, 2006.

**Signatures**

Becky MacKinnon Attorney-in-fact

01/16/2007

Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

## EX-24 (CFC)

4 Filed on 01/17/2007 – Period: 01/16/2007  
File Number 001-12331-01



POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sandor E, Samuels, Susan Bow, Gerard Healy, Chuck Quon, Becky Bailey and Becky MacKinnon signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Countrywide Financial Corporation ( the "Corporation") Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority: and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or his substitute or substitutes shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the forgoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force until the undersigned is no longer required to file SEC Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day February 24, 2005.

Print Name: David Sambol

**4** (CFC)

**PRIMARY DOCUMENT**

Filed on 01/11/2007 - Period: 01/10/2007  
File Number 001-12331-01



**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549****STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**OMB APPROVAL**

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person - <b>SAMBOL DAVID</b>			2. Issuer Name and Ticker or Trading Symbol <b>COUNTRYWIDE FINANCIAL CORP [CFC]</b>		5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  ____ Director ____ Officer (give title below) 10% Owner ____ Other (specify below)  <b>President &amp; COO of CFC</b>
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/10/2007</b>		
4500 PARK GRANADA					6. Individual or Joint/Group Filing (Check Applicable Line)  _X_ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)		
CALABASAS, CA 91302					
(City)	(State)	(Zip)			

**Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								10,043 <sup>(1)</sup>	I	401k
Common Stock	01/10/2007		M		14,000	A	\$14.6938	77,348	D	
Common Stock	01/10/2007		S <sup>(2)</sup>		14,000	D	\$42.1014	63,348	D	

**Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$14.69	01/10/2007		M			14,000	04/01/2004	04/01/2013	Common Stock	14,000	\$ 0	187,024	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAMBOL DAVID 4500 PARK GRANADA CALABASAS, CA 91302			President & COO of CFC	

**Explanation of Responses:**

- (1) The reporting person acquired 358 shares in the Countrywide Stock Fund (the Fund) of the Countrywide 401(k) Savings and Investment Plan. 401(k) share information is provided by the third party plan administrator, and is subject the change due to the unitized nature of the Fund. The information presented is as of December 31, 2006.
- (2) The reported sale was effected pursuant to a trading plan established under Rule 10b5-1 and adopted by the reporting person on March 21, 2006.

**Signatures**

Becky MacKinnon Attorney-in-fact

01/10/2007

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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## EX-24 (CFC)

4 Filed on 01/11/2007 - Period: 01/10/2007  
File Number 001-12331-01





POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sandor E, Samuels, Susan Bow, Gerard Healy, Chuck Quon, Becky Bailey and Becky MacKinnon signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Countrywide Financial Corporation ( the "Corporation") Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority: and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or his substitute or substitutes shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the forgoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day February 24, 2005.

Print Name: David Sambol

**4** (CFC)

**PRIMARY DOCUMENT**

Filed on 01/05/2007 - Period: 01/05/2007  
File Number 001-12331-01



**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549****STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**OMB APPROVAL**

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person - <b>SAMBOL DAVID</b>			2. Issuer Name and Ticker or Trading Symbol <b>COUNTRYWIDE FINANCIAL CORP [CFC]</b>		5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President &amp; COO of CFC</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/05/2007</b>			
<b>4500 PARK GRANADA</b>						
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
<b>CALABASAS, CA 91302</b>						
(City)	(State)	(Zip)				

**Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								10,043	I	401k
Common Stock	01/05/2007		M		14,000	A	\$14.6938	77,348	D	
Common Stock	01/05/2007		S <sup>(1)</sup>		14,000	D	\$42.4167	63,348	D	

**Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$14.69	01/05/2007		M			14,000	04/01/2004	04/01/2013	Common Stock	14,000	\$ 0	201,024	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAMBOL DAVID 4500 PARK GRANADA CALABASAS, CA 91302			President & COO of CFC	

**Explanation of Responses:**

(1) The reported sale was effected pursuant to a trading plan established under Rule 10b5-1 and adopted by the reporting person on March 21, 2006.

**Signatures**

Becky MacKinnon Attorney-in-fact

01/05/2007

\_\_Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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## **EX-24** (CFC)

**4 Filed on 01/05/2007 – Period: 01/05/2007**  
**File Number 001-12331-01**



POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sandor E, Samuels, Susan Bow, Gerard Healy, Chuck Quon, Becky Bailey and Becky MacKinnon signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Countrywide Financial Corporation ( the "Corporation") Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority: and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or his substitute or substitutes shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the forgoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day February 24, 2005.

Print Name: David Sambol

**4** (CFC)

**PRIMARY DOCUMENT**  
**Filed on 12/29/2006 - Period: 12/28/2006**  
**File Number 001-12331-01**





**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549****STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

**OMB APPROVAL**

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person - <b>SAMBOL DAVID</b>			2. Issuer Name and Ticker or Trading Symbol <b>COUNTRYWIDE FINANCIAL CORP [CFC]</b>		5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  ____ Director _____ 10% Owner ____ Officer (give title below) _____ Other (specify below) <b>President &amp; COO of CFC</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/28/2006</b>			
4500 PARK GRANADA						
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person	
CALABASAS, CA 91302						
(City)	(State)	(Zip)				

**Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								9,685	I	401k
Common Stock	12/28/2006		M		14,000	A	\$14.6938	77,348	D	
Common Stock	12/28/2006		S <sup>(1)</sup>		14,000	D	\$42.8476	63,348	D	

**Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$14.69	12/28/2006		M			14,000	04/01/2004	04/01/2013	Common Stock	14,000	\$ 0	215,024	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAMBOL DAVID 4500 PARK GRANADA CALABASAS, CA 91302			President & COO of CFC	

**Explanation of Responses:**

(1) The reported sale was effected pursuant to a trading plan established under Rule 10b5-1 and adopted by the reporting person on March 21, 2006

**Signatures**

Becky MacKinnon Attorney-in-fact

12/29/2006

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

## **EX-24** (CFC)

4 Filed on 12/29/2006 – Period: 12/28/2006  
File Number 001-12331-01



POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sandor E, Samuels, Susan Bow, Gerard Healy, Chuck Quon, Becky Bailey and Becky MacKinnon signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Countrywide Financial Corporation ( the "Corporation") Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority: and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or his substitute or substitutes shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the forgoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force until the undersigned is no longer required to file SEC Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day February 24, 2005.

Print Name: David Sambol

**4** (CFC)

**PRIMARY DOCUMENT**  
**Filed on 12/18/2006 – Period: 12/18/2006**  
**File Number 001-12331-01**



**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549****STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or Form  
5 obligations  
may continue.  
See Instruction  
1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section  
17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the  
Investment Company Act of 1940

**OMB APPROVAL**

OMB Number: 3235-0287  
Expires: January 31,  
2005  
Estimated  
average  
burden hours  
per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person - <b>SAMBOL DAVID</b>			2. Issuer Name and Ticker or Trading Symbol <b>COUNTRYWIDE FINANCIAL CORP [CFC]</b>		5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  ____ Director _____ 10% Owner ____ Officer (give title below) _____ Other (specify below)  <b>President &amp; COO of CFC</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/18/2006</b>			
<b>4500 PARK GRANADA</b>						
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)  _X_ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person	
<b>CALABASAS, CA 91302</b>						
(City)	(State)	(Zip)				

**Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								9,685	I	401k
Common Stock	12/18/2006		M		14,000	A	\$14.69	77,348	D	
Common Stock	12/18/2006		S <sup>(1)</sup>		14,000	D	\$41.5094	63,348	D	

**Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$14.69	12/18/2006		M			14,000	04/01/2004	04/01/2013	Common Stock	14,000	\$ 0	229,024	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAMBOL DAVID 4500 PARK GRANADA CALABASAS, CA 91302			President & COO of CFC	

**Explanation of Responses:**

(1) The reported sale was effected pursuant to a trading plan established under Rule 10b5-1 and adopted by the reporting person on March 21, 2006.

**Signatures**

Becky MacKinnon Attorney-in-fact

12/18/2006

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.



## **EX-24** (CFC)

4 Filed on 12/18/2006 – Period: 12/18/2006  
File Number 001-12331-01



POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sandor E, Samuels, Susan Bow, Gerard Healy, Chuck Quon, Becky Bailey and Becky MacKinnon signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Countrywide Financial Corporation ( the "Corporation") Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority: and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or his substitute or substitutes shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the forgoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force until the undersigned is no longer required to file SEC Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day February 24, 2005.

Print Name: David Sambol

**4** (CFC)

**PRIMARY DOCUMENT**

**Filed on 12/14/2006 – Period: 12/13/2006**

**File Number 001-12331-01**



**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549****STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**OMB APPROVAL**

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person - <b>SAMBOL DAVID</b>			2. Issuer Name and Ticker or Trading Symbol <b>COUNTRYWIDE FINANCIAL CORP [CFC]</b>		5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  ____ Director ____ Officer (give title below)      ____ 10% Owner ____ Other (specify below)  <b>President &amp; COO of CFC</b>
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/13/2006</b>		
4500 PARK GRANADA					6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)		
CALABASAS, CA 91302					
(City)	(State)	(Zip)			

**Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								9,685	I	401k
Common Stock	12/13/2006		M		14,000	A	\$14.69	77,348	D	
Common Stock	12/13/2006		S <sup>(1)</sup>		14,000	D	\$40.4341	63,348	D	

**Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$14.69	12/13/2006		M			14,000	04/01/2004	04/01/2013	Common Stock	14,000	\$ 0	243,024	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAMBOL DAVID 4500 PARK GRANADA CALABASAS, CA 91302			President & COO of CFC	

**Explanation of Responses:**

(1) The reported sale was effected pursuant to a trading plan established under Rule 10b5-1 and adopted by the reporting person on March 21, 2006.

**Signatures**

Becky MacKinnon Attorney-in-fact

12/13/2006

\_\_Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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## EX-24 (CFC)

4 Filed on 12/14/2006 – Period: 12/13/2006  
File Number 001-12331-01



POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sandor E, Samuels, Susan Bow, Gerard Healy, Chuck Quon, Becky Bailey and Becky MacKinnon signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Countrywide Financial Corporation ( the "Corporation") Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority: and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day February 24, 2005.

Print Name: David Sambol



**4** (CFC)

**PRIMARY DOCUMENT**  
**Filed on 12/08/2006 – Period: 12/07/2006**  
**File Number 001-12331-01**



**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549****STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

**OMB APPROVAL**

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person - <b>SAMBOL DAVID</b>			2. Issuer Name and Ticker or Trading Symbol <b>COUNTRYWIDE FINANCIAL CORP [CFC]</b>		5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  ____ Director ____ Officer (give title below) 10% Owner ____ Other (specify below)  <b>President &amp; COO of CFC</b>
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/07/2006</b>		
4500 PARK GRANADA					6. Individual or Joint/Group Filing (Check Applicable Line)  _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
(Street)  <b>CALABASAS, CA 91302</b>			4. If Amendment, Date Original Filed (Month/Day/Year)		
(City)	(State)	(Zip)			

**Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								9,685	I	401k
Common Stock	12/07/2006		M		14,000	A	\$14.69	77,348	D	
Common Stock	12/07/2006		S <sup>(1)</sup>		14,000	D	\$41.5377	63,348	D	

**Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$14.69	12/07/2006		M			14,000	04/01/2004	04/01/2013	Common Stock	14,000	\$ 0	257,024	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAMBOL DAVID 4500 PARK GRANADA CALABASAS, CA 91302			President & COO of CFC	

**Explanation of Responses:**

- (1) The reported sale was effected pursuant to a trading plan established under Rule 10b5-1 and adopted by the reporting person on March 21, 2006.

**Signatures**

Becky MacKinnon Attorney-in-fact

12/07/2006

--Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

## **EX-24** (CFC)

**4 Filed on 12/08/2006 – Period: 12/07/2006**  
File Number 001-12331-01



POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sandor E, Samuels, Susan Bow, Gerard Healy, Chuck Quon, Becky Bailey and Becky MacKinnon signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Countrywide Financial Corporation ( the "Corporation") Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely filing of such form with the United States Securities and Exchange Commission and any stock exchange or similar authority: and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or his substitute or substitutes shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the forgoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day February 24, 2005.

Print Name: David Sambol